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PIXAR and LUCASFILM LTD.

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN JOSE DIVISION

IN RE: HIGH-TECH EMPLOYEE
ANTITRUST LITIGATION

THIS DOCUMENT RELATES TO:

ALL ACTIONS

Case No. 5:11-cv-2509-LHK

**DECLARATION OF RHONDA HJORT
SUBMITTED IN SUPPORT OF
DEFENDANTS' JOINT RESPONSE TO
PLAINTIFFS' ADMINISTRATIVE
MOTION TO FILE UNDER SEAL FILED
FEBRUARY 7, 2014**

DECLARATION OF RHONDA HJORT

I, Rhonda Hjort, declare as follows:

1. I am the Assistant Chief Counsel for Lucasfilm Ltd. ("Lucasfilm"), and I am an attorney licensed to practice law in the State of California. The matters set forth herein are true and correct of my own personal knowledge and information provided to me. If called as a witness, I could and would testify competently thereto.

DECLARATION OF RHONDA HJORT SUBMITTED IN
SUPPORT OF DEFENDANTS' JOINT RESPONSE TO
PLAINTIFFS' ADMINISTRATIVE MOTION TO FILE
UNDER SEAL FILED FEBRUARY 7, 2014
Case No. 5:11-cv-2509-LHK

2. I submit this declaration pursuant to Civil Local Rule 79-5 and this Court's Standing Order with respect to documents that the parties request be maintained under seal. *See* Defendants' Joint Response to Plaintiffs' Administrative Motion to File Under Seal, to be filed on February 21, 2014. Lucasfilm requests that certain information designated as confidential by Lucasfilm and lodged under seal be sealed pursuant to Civil Local Rule 79-5. In particular, Lucasfilm requests that the Court maintain under seal portions of certain expert reports filed as Exhibits 3 (Stiroh Report), 4 (Leamer 10-1-12 Report), 5 (Leamer 12-10-12 Reply Report), 6 (Leamer 5-10-13 Supplemental Report), 7 (Hallock 5-10-13 Report), 8 (Leamer 7-12-13 Report), 10 (Hallock 10-28-13 Report), and 23 (Becker Report) to the Declaration of Dean M. Harvey ("Harvey Declaration") (Dkt. No. 607); portions of Exhibits 163, 170, and 171 to the Harvey Declaration; portions of deposition transcripts attached as Exhibits RR, SS, TT, UU, VV, and WW to the Declaration of Lisa J Cisneros ("Cisneros Declaration") (Dkt. No. 605); and portions of Exhibits 8, 359, 360, 690, 710, 711, 715, 727, 728, 729, 730, 945, 959, 2084, 2088, 2092, 2094, 2096, and 2100 to the Cisneros Declaration, all of which were filed in connection with Plaintiffs' opposition briefs.

3. Compelling reasons exist to file under seal:

- Portions of lines 9 and 10 of paragraph 71 of Exhibit 3 to the Harvey Declaration (Stiroh Report);
- Portions of figures 3 & 4 on page 23 of Exhibit 4 to the Harvey Declaration (Leamer 10-1-12 Report);
- Portions of page 18, ¶ 46, n. 47 and accompanying text, page 18 ¶¶ 47-48, nn. 52-53 and accompanying text, page 26, figure 1, page 30, figure 2, page 42, figure 6, and page 44, figures 8-9 of Exhibit 5 to the Harvey Declaration (Leamer 12-10-12 Reply Report);
- Figure 19 of Exhibit 6 to the Harvey Declaration (Leamer 5-10-13 Supplemental Report);

- Portions of paragraphs 94, 96, 169, 216, 217, 219, 220, 221, 222, and Figure 18 of Exhibit 7 to the Harvey Declaration (Hallock 5-10-13 Report);
- Portions of page 10 of Exhibit 8 to the Harvey Declaration (Leamer 7-12-13 Rebuttal Supplemental Leamer Report);
- Portions of paragraphs 82, 84, 157, 158, 209, 210, 212, 213, 214, 215, 239, and Figure 12 of Exhibit 10 to the Harvey Declaration (Hallock 10-28-13 Report); and
- Portions of line 6 of paragraph 97 and line 8 of footnote 95, and Lucasfilm-specific portions of pages 130-136 of Attachment 3 to Exhibit 23 to the Harvey Declaration (Becker Report).

The information reflects highly confidential and competitively sensitive information regarding Lucasfilm's compensation and salary structure, benchmarking targets, and specific salary levels for particular job titles and individuals. Lucasfilm strictly maintains the confidentiality of its compensation structure, benchmarking targets, and specific salary levels for particular job titles and individuals. Lucasfilm could be competitively harmed if other companies gained access to this information because, among other things, it would enable competitors to determine Lucasfilm's pay practices. Other companies could adjust their own compensation practices based on their knowledge of Lucasfilm's compensation benchmarks.

4. Compelling reasons also exist to file portions of the Lucasfilm deposition transcripts attached as Exhibits RR, SS, TT, UU, VV, and WW to the Cisneros Declaration. Portions of those transcripts, as indicated in the proposed redactions submitted to the Court and reflected in the attached redacted versions of these Exhibits, describe Lucasfilm's compensation levels and targets or confidential and proprietary information regarding Lucasfilm's classification and compensation of employees. Lucasfilm strictly maintains the confidentiality of the information sought to be maintained under seal and could be competitively harmed if other companies gained access to this information because it would enable competitors to determine Lucasfilm's pay practices. Certain other portions of the deposition transcripts contain

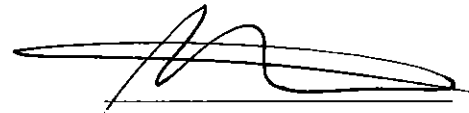
names or other identifying information of employees or potential employees in connection with discussions of private confidential matters, including compensation, performance evaluation, or recruitment. Lucasfilm strictly maintains the confidentiality of this information, and the public has little interest in learning the details of non-party's compensation, performance history, or success in job-seeking efforts.

5. Compelling reasons also exist to maintain under seal Exhibits 163, 170, and 171 to the Harvey Declaration and Exhibits 8, 359, 360, 690, 710, 711, 715, 727, 728, 729, 730, 945, 959, 2084, 2088, 2092, 2094, 2096, and 2100 to the Cisneros Declaration. Portions of these documents, as indicated in the proposed redactions submitted to the Court and reflected in the attached redacted versions of these Exhibits, describe Lucasfilm's compensation levels and targets or confidential and proprietary information regarding Lucasfilm's classification and compensation of employees. Lucasfilm strictly maintains the confidentiality of the information sought to be maintained under seal and could be competitively harmed if other companies gained access to this information because it would enable competitors to determine Lucasfilm's pay practices. Certain other portions of the documents contain names or other identifying information of employees or potential employees in connection with discussions of private confidential matters, including compensation, performance evaluation, or recruitment. Lucasfilm strictly maintains the confidentiality of this information, and the public has little interest in learning the details of non-party's compensation, performance history, or success in job-seeking efforts.

6. Because Lucasfilm has sought to maintain the confidentiality of the materials described above, and because public disclosure of these materials could cause Lucasfilm or non-parties significant harm, the portions of the documents described above should be redacted and shielded from disclosure to the public.

7. I declare under penalty of perjury under the laws of the State of California and the United States that the foregoing is true and correct.

Executed on February 20, 2014, in San Francisco, CA.



Rhonda Hjort

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